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RECORDATION NO. 7327-C Filed &

APR 16 1974 -9 50 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of March 15, 1974, among LOUISVILLE AND NASHVILLE RAILROAD COMPANY (hereinafter called the Lessee), THE TRUST COMPANY OF GEORGIA, as Trustee (hereinafter called the Lessor) and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY (hereinafter called the Vendor).

WHEREAS the Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of December 1, 1973 (hereinafter called the Lease);

WHEREAS the Lessor and the Vendor have entered into an Assignment of Lease and Agreement dated as of December 1, 1973 (hereinafter called the Assignment);

WHEREAS the Lease and Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on January 30, 1974, at 10:10 a.m., and were assigned Recordation No. 7327- and

WHEREAS the parties hereto now desire to amend the Lease.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule A to the Lease is hereby amended so

as to read in its entirety as set forth in Schedule A hereto.

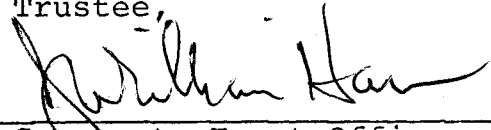
2. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

3. The Lessee will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers and thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

TRUST COMPANY OF GEORGIA,
as Trustee,

by


Corporate Trust Officer

[Corporate Seal]

Attest:


Assistant Secretary

LOUISVILLE AND NASHVILLE
RAILROAD COMPANY,

by


Vice President

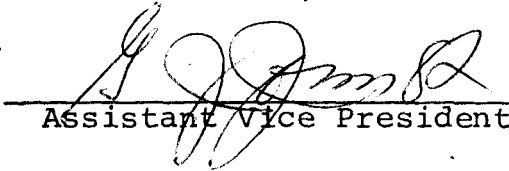
[Corporate Seal]

Attest:



MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,

by


Assistant Vice President

[Corporate Seal]

Attest:



Corporate Trust Officer

SCHEDULE A - RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Quantity	AAR Mechanical Designation	Designation	Railroad Road Numbers (Inclusive)	Specifications	Hulk Purchase Price		Base Reconstruction Cost		Purchase Price	
					Per Unit	Total	Per Unit	Total	Per Unit	Total
163	HT	70-ton open top hopper cars	75381-75543	No. 1010 dated 12/5/73	\$2,000	\$ 326,000	\$5,000	\$ 815,000	\$ 7,000	\$1,141,000
75	LO	100-ton covered hopper cars	205000-205032 201558-201599	No. 1011 dated 12/5/73	2,000	150,000	8,500	637,500	10,500	787,500
60	XL	70-ton box cars	112100-112159	No. 1009 dated 12/5/73	2,000	120,000	\$,100	306,000	7,100	426,000
39	XM	70-ton box cars	113000-113038	No. 1009 dated 12/5/73	2,000	78,000	\$,100	198,900	7,100	276,900
161	XL	50-ton box cars	90434-90549 90563-90587 111700-111719	No. 1009 dated 12/5/73	2,000	322,000	\$,100	821,100	7,100	1,143,100
425	XM	50-ton box cars	11213-11242 90320-904 33 90550-90562 111031-111274 113976-113999	No. 1009 dated 12/5/73	2,000	850,000	\$,100	2,167,500	7,100	3,017,500
					<u>\$1,846,000</u>		<u>\$4,946,000</u>		<u>\$6,792,000</u>	

STATE OF GEORGIA)

) SS.:

On this 10th day of April, 1974, before me personally appeared J. William Harris, to me personally known, who, being by me duly sworn, says he is a Corporate Trust Officer of Trust Company of Georgia, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was this day signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission expires

NOTARY PUBLIC, GEORGIA STATE AT LARGE
MY COMMISSION EXPIRES

MY COMMISSION EXPIRES NOVEMBER 1, 1977.

COMMONWEALTH OF KENTUCKY)

) SS.:

COUNTY OF JEFFERSON

On this 15th day of April, 1974, before me personally appeared D. D. Strench, to me personally known who being by me duly sworn, says that he is a Vice President of Louisville and Nashville Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that such corporation was this day signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Norma J. Jones
Notary Public

[Notarial Seal]

My Commission expires *March 4, 1977*

) SS.:

On this 3rd day of April, 1974, before me personally appeared G. J. Johnston, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy E. Scharf

 Notary Public
 DOROTHY E. SCHARF
 NOTARY PUBLIC
 My Commission Expires July 1, 1974